

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
LAKEWOOD GROUP LLC,
Plaintiff,

v.
INNOFONE.COM, INCORPORATED
AND ALEX LIGHTMAN,
Defendants.

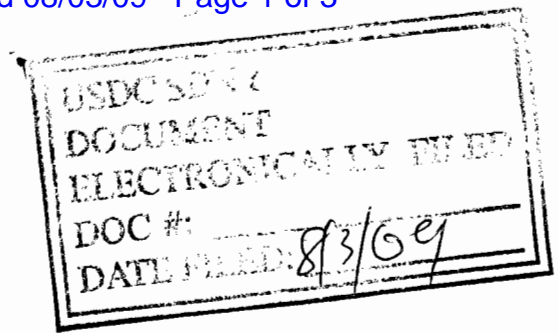
-----X
INNOFONE.COM.INC and ALEX LIGHTMAN
Counterclaimants

v.
LAKEWOOD GROUP LLC,
Counterdefendant

-----X
INNOFONE.COM.INC. and ALEX LIGHTMAN
Third-Party Plaintiffs

v.
PLATINUM PARTNERS and MARK MUELLER
Third-Party Defendants

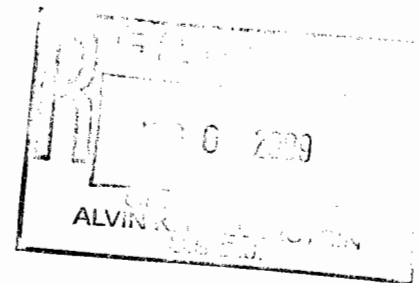
-----X



**STIPULATION OF
DISCONTINUANCE**

ELECTRONICALLY FILED

Civil Action No.: 08 CV 3550 (AKH)



IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned
attorneys for the parties hereto, as follows:

1. The Claims of Plaintiff Lakewood Group LLC and the Counterclaims and Third-Party Claims of Defendants/Counterclaimants/Third-Party Plaintiffs Innohone.com Inc. and Alex Lightman are discontinued without prejudice and without costs to any Party.

2. The Parties to this action waive their potential right to "Costs of a Previously Dismissed Action" and to a potential stay under Rule 41(d) of the Federal Rules of Civil Procedure in connection with any action which any Party hereto might hereinafter file based on or including claims, counterclaims or third-party claims asserted in the instant action.

Dated: New York, New York
July 27, 2009

KAPLAN FOX KILSHEIMER LLP

By: Charles J. Moxley, Jr.
Charles J. Moxley, Jr. (CM9781)
850 Third Avenue, 14th Floor
New York, NY 10022
Tel: 212-687-1980
E-mail: cmoxley@kaplanfox.com

Attorneys for Plaintiff and Counterdefendant
Lakewood Group LLC and
Third-Party Defendants Platinum Partners
and Mark Mueller

PAVIA & HARCOURT

By: _____
Adam D. Mitzner (AM-8325)
600 Madison Avenue
New York, New York 10022
Tel: 212-980-3500
E-mail: amitzner@pavialaw.com

Attorneys for Defendants/Counterclaimants/Third-Party Plaintiffs
Innofone.com, Incorporated and Alex Lightman


Dated: New York, New York
July 25, 2009

KAPLAN FOX KILSHEIMER LLP

By: _____
Charles J. Moxley, Jr. (CM9781)
850 Third Avenue, 14th Floor
New York, NY 10022
Tel: 212-687-1980
E-mail: cmoxley@kaplanfox.com

Attorneys for Plaintiff and Counterdefendant
Lakewood Group LLC and
Third-Party Defendants Platinum Partners
and Mark Mueller

PAVIA & HARCOURT

By:  _____
Adam D. Mitzner (832)
600 Madison Avenue
New York, New York 10022
Tel: 212-980-3500
E-mail: amitzner@pavialaw.com

Attorneys for Defendants/Counterclaimants/Third-Party Plaintiffs
Innofone.com, Incorporated and Alex Lightman

*Sworn
8-3-09
[Signature]*